

AGENDA

SAN BRUNO COMMUNITY FOUNDATION

Regular Meeting of the Board of Directors

**September 18, 2014
6:30 p.m.**

**Meeting Location: San Bruno City Hall, Conference Room 115,
567 El Camino Real, San Bruno**

In compliance with the Americans with Disabilities Act, individuals requiring reasonable accommodations or appropriate alternative formats for notices, agendas, and records for this meeting should notify us 48 hours prior to meeting. Please call the City Clerk's Office 650-616-7058.

- 1. Call to Order/Welcome**
- 2. Roll Call**
- 3. Approval of Minutes: July 17, 2014, Special and Regular Board Meeting**
- 4. Announcements**
- 5. Boardmember Comments**
 - a. President
 - b. Others
- 6. Consent Calendar:** All items are considered routine or implement an earlier Board action and may be enacted by one motion; there will be no separate discussion unless requested by a Boardmember, citizen, or staff.
 - a. Adopt Resolution Regarding Board Operating Norms and Policies
- 7. Conduct of Business**
 - a. Discuss Mission and Vision Statement of the San Bruno Community Foundation

Nancy A. Kraus, *President*
John P. McGlothlin, *Vice President*
Emily Roberts, *Secretary*
Ben Cohn, *Treasurer*
Patricia Bohm
Frank Hedley
Regina Stanback Stroud

SAN BRUNO COMMUNITY FOUNDATION

- 8. Public Comment:** Individuals are allowed three minutes, groups in attendance, five minutes. If you are unable to remain at the meeting, contact the President to request that the Board consider your comments earlier. It is the Board's policy to refer matters raised in this forum to staff for research and/or action where appropriate. The Brown Act prohibits the Board from discussing or acting upon any matter not agendaized pursuant to State Law.

9. Adjourn

10. Closed Session

Public Employment Pursuant to Government Code Section 54957: Executive Director

MINUTES

SAN BRUNO COMMUNITY FOUNDATION

Special Meeting of the Board of Directors

July 17, 2014
5:30 p.m.

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1. Call to Order/Welcome

2. Roll Call: Boardmembers Kraus, McGlothlin, Roberts, Cohn, Hedley, and Stanback Stroud present. Boardmember Bohm absent (excused).

3. Public Comment: Individuals are allowed three minutes, groups in attendance, five minutes. If you are unable to remain at the meeting, contact the President to request that the Board consider your comments earlier. It is the Board's policy to refer matters raised in this forum to staff for investigation and/or action where appropriate. The Brown Act prohibits the Board from discussing or acting upon any matter not agendized pursuant to State Law.

None.

4. Conduct of Business

- a. Conduct Study Session to Discuss Purpose Statement of the San Bruno Community Foundation: The SBCF Board worked on defining their purpose statement as defined in the bylaws adopted by the City Council. AddieRose Mayer from the Peninsula Conflict Resolution Center was there to help facilitate the Board's discussion. Boardmembers anonymously shared their own personal interpretations of the SBCF Purpose Statement. The definitions of *Community* and *Long Term* are what the Board determined should be the focus of the discussion. The Board drafted the following interpretation of the terms for consideration
Community: San Bruno residents are viewed as the primary beneficiary of the work the Board does, but not the only consideration or possible beneficiary when thinking about the value of the decisions of the Board.
The Board floated the interpretation of *Long Term* as resulting in lasting benefits through objects, programs, and/or an initial investment in something that has the potential to become enduring. A specific definition of *Long Term* has not yet been determined.
Some Boardmembers believe there is a responsibility to have some consensus on the

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interpretation of the purpose of the SBCF before going to the community for input. Another thought discussed was to solicit input from the community before further specifying the purpose of the SBCF. The Executive Committee will return to the Board with recommendations for the best next steps.

5. Adjourn: 6:58 p.m.

Respectfully submitted for approval at the Regular Board Meeting of September 18, 2014, by Secretary Emily Roberts and President Nancy Kraus.

Emily Roberts, Secretary

Nancy Kraus, President

MINUTES

SAN BRUNO COMMUNITY FOUNDATION

Regular Meeting of the Board of Directors

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6:30 p.m.

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1. **Call to Order/Welcome:** President Kraus called the meeting to order at 7:00 p.m.
2. **Roll Call:** Boardmembers Kraus, McGlothlin, Roberts, Cohn, Hedley, and Stanback Stroud present. Boardmember Bohm absent (excused).
3. **Approval of Minutes: June 19, 2014, Regular Board Meeting:** Boardmember McGlothlin motioned to approve the June 19, 2014 Regular Board Meeting minutes as presented, seconded by Boardmember Hedley and approved unanimously.
4. **Announcements:** None.
5. **Boardmember Comments:**
 - a. President: President Kraus announced that the Board had conducted a study session right before this regularly scheduled meeting. They are working on making decisions that are imperative for moving forward toward the next steps to becoming fully operational. She expressed great appreciation for the Peninsula Conflict Resolution Center facilitator who assisted in the earlier study session. Kraus mentioned that tonight's agenda reflects considerable progress by the Board and congratulated them and thanked City Staff.
 - b. Others: None.
6. **Consent Calendar:** All items are considered routine or implement an earlier Board action and may be enacted by one motion; there will be no separate discussion unless requested by a Boardmember, citizen, or staff.
7. **Conduct of Business:** The Board moved to hear item 7b before item 7a.
 - a. Receive Report from Board Committee Regarding Recruitment and Selection of Executive Director; Consider Selection of The 360 Group to Provide Executive Recruitment Services to the SBCF: The Ad Hoc Committee shared their process packet with the SBCF Board. The

committee confidently recommended the Board to move forward with The 360 Group in the search for an Executive Director. The 360 Group presented a very knowledgeable, supportive and respectful proposal, displaying care, experience and understanding. Boardmember Stanback Stroud motioned to authorize the president to execute a contract with The 360 Group, not to exceed \$85,000 plus reimbursables and candidate expenses as specified in their proposal, seconded by Boardmember Hedley and approved unanimously. Boardmember McGlothlin motioned to authorize the president to execute a contract with Sullivan Cotter in an amount not to exceed \$10,000 for a compensation study as part of the Executive Director Recruitment process, seconded by Boardmember Roberts and approved unanimously.

- b. Receive Oral Report from City Treasurer Regarding Investment Status and Strategy: City Treasurer John Marty shared his plans for a modest change in the investment strategy. The change will increase return while maintaining liquidity, safety in principal and stay within the guidelines of the City's investment strategy.
- c. Receive Report and Provide Direction Regarding Operating Norms and Policies:
Boardmember Stanback Stroud motioned to accept Staff recommendation for Selection of Officers wherein individual Boardmembers will offer nominations for each position and the Board would then vote on each nomination for each position in sequence, occurring in November of each year, seconded by Boardmember Hedley and approved unanimously. Boardmember Stanback Stroud motioned to accept current Agenda-Setting procedures where items be brought to the agenda by either Staff recommendation to the Executive Committee, Executive Committee recommendation to Staff or Boardmember suggestion and majority Board approval at a regularly scheduled meeting, seconded by Boardmember Roberts and approved unanimously.
Boardmember Stanback Stroud motioned to keep the current agenda format, maintain the current public comment policy, allowing three minutes for each member of the public to speak on agenda items or items not on the agenda and allowing the Board chair to retain discretion to alter the amount of time given the number of individuals within to speak and the allotted time for the meeting, and accept the Board Questions recommendation that the Board Members who have questions or need additional information about a staff report or other items, contact staff in advance of the meeting if possible so that staff can research the issue and be prepared to address it at the meeting, seconded by Boardmember McGlothlin and approved unanimously.
Boardmember Hedley motioned to accept staff recommendation of the Roll and Authority of the Executive Director, the Executive Director position would report to the President for day-to-day operations and the Board as a whole for policy matters and will have the duty and authority to administer affairs of the organization, seconded by McGlothlin and approved unanimously.
Boardmember Stanback Stroud motioned to accept the staff recommendation of Communication Policy, stating that the President (or designee if unavailable) and the Executive Director have the authority to represent or speak for the organization when so directed or authorized to do so by a majority of the Board and, until an Executive Director is hired, the President and other Boardmembers shall receive copies of correspondence directed to any of the SBCF, seconded by Boardmember Hedley and approved unanimously. Boardmember Stanback Stroud motioned to accept Staff recommendation that staff reports include a complete discussion, analysis, recommendation, and alternatives as appropriate in order to inform the Board and the public about the substance of an item on the agenda and to

accept the current format of the minutes including the level of detail as adopted by the Board at prior meetings, be reviewed by the Secretary and then brought to the full Board for consideration at the next regularly scheduled meeting, seconded by Boardmember Hedley and approved unanimously.

- d. Receive Report and Consider Cancelling Regular Meeting of August 21, 2014: The Executive Committee will work with City Staff to determine whether to hold the regularly scheduled August 21, 2014 meeting.

8. Public Comment: Individuals are allowed three minutes, groups in attendance, five minutes. If you are unable to remain at the meeting, contact the President to request that the Board consider your comments earlier. It is the Board's policy to refer matters raised in this forum to staff for investigation and/or action where appropriate. The Brown Act prohibits the Board from discussing or acting upon any matter not agendaized pursuant to State Law.

Barry Marquardt of the Marine Corps Detachment extended an invitation to the Board to attend the monthly breakfast at the Legion Hall on the last Saturday of the month.

9. Adjourn

Boardmember Stanback Stroud motioned to adjourn the meeting at 8:25 p.m., seconded by Boardmember McGlothlin and approved unanimously.

Respectfully submitted for approval at the Regular Board Meeting of September 18, 2014, by Secretary Emily Roberts and President Nancy Kraus.

Emily Roberts, Secretary

Nancy Kraus, President

RESOLUTION No. 2014 - 10

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION
ADOPTING OPERATING NORMS AND POLICIES
FOR BOARD ACTIVITIES**

WHEREAS, at their workshop of January 25, 2014, the San Bruno Community Foundation Board of Directors discussed possible operating norms for the Foundation's activities; and

WHEREAS, at their meeting of July 17, 2014, the San Bruno Community Foundation Board of Directors reviewed and discussed the operating norms and policies for activities of the Foundation; and

WHEREAS, the Board of Directors determined that attached as Exhibit A are the operating norms and policies for activities of this Foundation.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors adopts the Operating Norms and Policies for the San Bruno Community Foundation Activities attached as Exhibit A.

Dated: September 18, 2014

ATTEST:

Emily Roberts, Secretary

I, Emily Roberts, Secretary, do hereby certify that the foregoing Resolution No. 2014-10 was duly and regularly passed and adopted by the Board of Directors of the San Bruno Community Foundation on this 18th day of September, 2014, by the following vote:

AYES: Boardmembers:

NOES: Boardmembers:

ABSENT: Boardmembers:

SBCF Mtg Date: 9-18-14
Item No. 6a

San Bruno Community Foundation

Operating Norms and Policies

PURPOSE

The San Bruno Community Foundation (SBCF) has agreed to establish internal operating norms and policies for Foundation activities.

A. OPERATING NORMS

1. Email response time will be within two business days. Emails marked "Urgent" will be responded to within 24 hours.
2. Emails will be as concise as possible.
3. Any Board Member addressed in the "To:" line of an email is expected to take action. Any Board Member in the "cc:" line should consider the email informational and not requiring action.
4. Text messaging and phone calls should be used when a matter needs urgent attention to ensure that the emails are reviewed in the above time frames.
5. The Board of Directors will receive their Board Packet by email no less than 72 hours prior to a meeting. Packet preparation time will be no less than seven (7) days.
6. Each Board Member is responsible for bringing his or her own materials, including Board packet, to each meeting.

B. OPERATING POLICIES

1. Agendas and Conduct of Board Meetings
 - a) *Notice of place, date, and time of regular and special meetings; other state law provisions regarding meetings:* The Board will comply with state law then in effect regarding these topics, consistent with the Bylaws.
 - b) *Agenda Format:* Agendas for Board meetings will be in substantially the same form as are being used now.
 - c) *Public Comment:* Each member of the public shall be allowed three minutes to comment on agenda items; this is the same as for public comment on items not on the agenda. The Board Chair will retain discretion to alter the amount of time given the number of individuals wishing to speak and the allotted time for the meeting.

San Bruno Community Foundation

Operating Norms and Policies

- d) *Board Questions:* Board Members who have questions or need additional information about a staff report or other item shall contact staff sufficiently in advance of the meeting so that staff can research the issue and be prepared to address it at the meeting.
- e) *Agenda-Setting:* Proposed agenda items shall be first vetted by the Executive Committee and staff. A majority of the Board may place an item on the agenda.
- f) *Staff Reports:* Staff reports shall include a complete discussion, analysis, recommendations, and alternatives as appropriate regarding the topic under consideration.
- g) *Minutes:* Minutes of Board meetings shall be in substantially the format and include the level of detail as adopted by the Board at its prior meetings.

2. Role of the Executive Committee

The Executive Committee shall meet regularly to discuss follow-up items from the prior Board meeting and develop the agenda for the next Board meeting.

3. Appointment and Operation of Board Committees

- a) *Appointment:* The Bylaws require that Committees consisting solely of Board members be appointed by majority vote.
- b) *Composition:* Board Committees shall be composed of less than a quorum of the full Board.
- c) *Brown Act:* Board Committees that have a continuing subject matter jurisdiction are required to notice and conduct their meetings in accordance with the Brown Act. Ad hoc Committees of less than a quorum of the full Board, which are appointed for a specific purpose and for a limited duration, are not required to comply with the Brown Act.
- d) *Operation:* When a Board Committee is appointed, the Board shall discuss the role of the Committee and agree on its scope of work by majority vote. Committees shall provide an oral report to the Board when requested or at the appropriate time to inform the Board regarding the progress of their assignment and any recommendations. Draft staff reports prepared as a result of Subcommittee meetings shall be shared with the Committee prior to being finalized.

San Bruno Community Foundation

Operating Norms and Policies

4. Appointment and Operation of Advisory Committees

- a) *Appointment:* The Bylaws require that Advisory Committees consisting of Board members and members of the public be appointed by majority vote.
- b) *Composition:* Advisory Committees shall include less than a quorum of the full Board, but may otherwise include any number of members of the public.
- c) *Brown Act:* Advisory Committees are required to notice and conduct their meetings in accordance with the Brown Act.
- d) *Operation:* When an Advisory Committee is appointed, the Board shall discuss the role of the appointed Committee and agree on its scope of work by majority vote. Advisory Committees shall provide an oral report to the Board when requested or at the appropriate time to inform the Board regarding the progress of their assignment and any recommendations. Draft staff reports prepared as a result of Advisory Committee meetings shall be shared with the Advisory Committee prior to being finalized.

5. Selection of Officers

The Bylaws provide that the Board will choose officers (president, vice-president, secretary, treasurer) annually. Officers are subject to ratification by the City Council pursuant to its reserved powers.

Individual Board members will offer nominations for each position. The Board will then vote on each nomination for each position in sequence.

6. Role and Authority of the Executive Director

The Board shall retain a firm to conduct a search for an Executive Director. A job description shall be developed as part of this process. The SBCF has not yet decided whether an administrative assistant would also be hired. In general, it is anticipated that the Executive Director would report to the President for day-to-day operations and to the Board as a whole for policy matters, and will have the duty and authority to administer the affairs of the organization. Once a job description has been finalized, specific policies will be developed to reflect the position and its authority.

7. Communications

San Bruno Community Foundation

Operating Norms and Policies

- a) The President (or designee if unavailable) and the Executive Director shall have the authority to represent or speak for the organization when so directed or authorized to do so by a majority of the Board.
- b) Until an Executive Director is hired, the President and other Board members shall receive copies of correspondence directed to any of them or the SBCF. The President will work with staff to reply and provide a copy to the Board.
- c) At the January 25, 2014 workshop, the Board Members agreed to support the process that the Board has created to make its decisions.

MEMORANDUM

SAN BRUNO COMMUNITY FOUNDATION

DATE: September 18, 2014

TO: Board of Directors, San Bruno Community Foundation

FROM: Executive Committee: Nancy Kraus, John McGlothlin, Ben Cohn

SUBJECT: Discuss Mission and Vision Statement of the San Bruno Community Foundation

On July 17, 2014, the SBCF conducted a Study Session facilitated by the Peninsula Conflict Resolution Center to focus on a discussion of the Purpose Statement formulated by the San Bruno City Council in the development of the Foundation's Bylaws.

The Study Session resulted in very valuable discussion and exchange of viewpoints about the Board's interpretation of the Purpose statement as the means by which the Foundation will develop policies and strategies to manage the \$70 million restitution settlement from PG&E.

It became clear in that short Study Session that the Board would need to spend considerably more time gaining consensus on the interpretation of the Purpose Statement. Believing, however, that there was sufficient agreement at the Study Session about the general vision and mission of the Foundation, the Executive Committee met and drafted a Mission-Vision Statement as an intermediate step for the Board's consideration to assist the Board and the new Executive Director in moving the Foundation forward over the next few years.

This agenda item will allow for Board discussion of the proposed attached Mission-Vision Statement and for the Board to provide direction to Executive Committee on next steps to implement it.

Attached: Draft Mission and Vision Statement

SBCF Mtg Date: 9-18-14
Item No. 7a

San Bruno Community Foundation
EXECUTIVE COMMITTEE
D R A F T (9-18-14)

Vision

The SBCF is a community resource dedicated to enhancing the quality of life for San Bruno residents.

Mission

The SBCF serves San Bruno residents by investing in projects, programs, services, and facilities that have significant and lasting community benefits. Through making grants, leveraging partnerships, and taking advantage of other resources, the SBCF assists and enables the community to maximize shared investments and realize their subsequent enhancements and benefits to the community.

Foundation Core Values

- Community – commitment to serving the best interest of the residents of San Bruno
- Prosperity – commitment to realizing the greatest good for the residents of San Bruno
- Integrity – commitment to acting in accordance with our stated Mission, Vision, and Values
- Fidelity – commitment to acting in accordance with the spirit of the Foundation
- Transparency – commitment to open and regular communication with the San Bruno community

Strategic Areas of Focus – these are referenced to capture what the Foundation is doing; operational rather than conceptual, providing a great planning tool and touchstones for moving forward and tracking our progress:

- Establishing Organization.
- Recruiting Operating Leader and Team.
- Setting Financial and Investment Policies.
- Defining Long-Range Objective.
- Welcoming Community Feedback and Input.
- Developing Grant-making philosophy.